

Palantoni Frank  
 Form 3  
 February 09, 2006

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|   |          |                                      |  |  |
|---|----------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * |          | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol      |  |
| ^ Palantoni Frank                         |          | (Month/Day/Year)                     | Prestige Brands Holdings, Inc. [PBH]             |  |
| (Last)                                    | (First)  | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
|   |          | 01/31/2006                           |  |  |
| 8800 TECHNOLOGY FOREST PLACE              |          |                                      | (Check all applicable)                           |  |
|   | (Street) |                                      | <input checked="" type="checkbox"/> Director     | <input type="checkbox"/> 10% Owner                                     |
|   |          |                                      | <input checked="" type="checkbox"/> Officer      | <input type="checkbox"/> Other   |
|   |          |                                      | (give title below)                               | (specify below)  |
|   |          |                                      | President and COO                                |  |
|   |          |                                      |  | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
|   |          |                                      |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |          |                                      |  | <input type="checkbox"/> Form filed by More than One Reporting Person  |

THE WOODLANDS, TX 77381  
 (City) (State) (Zip)

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4)          | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|---|--|---|
| Common Stock, par value \$0.01 per share | 30,888  | D  | ^   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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|                                      | Date Exercisable | Expiration Date | Amount or Number of Shares                                  | or Indirect (I) (Instr. 5) |
|--------------------------------------|------------------|-----------------|---|----------------------------|
| Employee Stock Option (right to buy) | Â (1)            | 08/03/2015      | Common Stock, par value \$0.01 per share<br>61,776 \$ 12.95 | D Â                        |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                     |       |
|--|---------------|-----------|---------------------|-------|
|  | Director      | 10% Owner | Officer             | Other |
| Palantoni Frank<br>8800 TECHNOLOGY FOREST PLACE<br>THE WOODLANDS, TX 77381 | Â X           | Â         | Â President and COO | Â     |

## Signatures

Frank Palantoni                      02/09/2006  
 \_\_Signature of                      Date  
 Reporting Person

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The option vests in five equal annual installments beginning on August 4, 2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.